

Document Number Only

B9506000062

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95 FEB 22 AM 11:55

DIVISION OF CORPORATIONS

200001418902
-03/02/95--01024--008
****87.50 ****87.50

C T CORPORATION SYSTEM

Requestor's Name
1311 Executive Center Drive, ste. 200

Address
Tallahassee, FL. 32301 (904) 656-8298

City State Zip Phone

CORPORATION(S) NAME

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 22 PM 5:14

REB Resources Limited Partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 22 PM 5:15

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merge
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS / G/S
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Name Availability BK

Document Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

2/22/95 3:00 BK

G. TAX _____

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R. AGENT FEE _____ 25.00

C. COPY _____

TOTAL _____ 87.50

N. BANK _____

BALANCE DUE _____

REFUND _____

PLEASE RETURN EXTRA COPY(S) FILE STAMPED

P-9500000499
by
CT

Florida Department of State, Jim Smith, Secretary of State

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. RER Resources Limited Partnership
(Name of limited partnership as it is in the home state;)

2. RER Resources Limited Partnership
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Virginia (State of Formation) 4. February 9, 1995 (Date of Formation)

5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

Connie Bryan
(Officer must sign on this line)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

8. Kevin J. Gallagher, Assistant Vice President
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS
RER New Resources, Inc. 14 Pidgeon Hill Drive, Suite 300
Sterling, VA 20165

R95000005883

10. 14 Pidgeon Hill Drive, Suite 300, Sterling, VA 20165
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 14 Pidgeon Hill Drive, Suite 300, Sterling, VA 20165
(Mailing Address of Limited Partnership)

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DIVISION OF CORPORATIONS
95 FEB 22 PM 5: 14

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 22 PM 5: 14

This 16th day of February, 19 95.
RER New Resources, Inc., General Partner
By: Bruce M. Levy, Assistant Sec.
Bruce M. Levy, Assistant Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 22 PH 5: 14

STATE OF ~~Virginia~~ DISTRICT OF COLUMBIA
COUNTY OF ~~London~~

THE FOREGOING instrument was acknowledged and sworn to before me this 16th day
of February, 19 95, by Bruce M. Levy, Asst. Secy. of RER New Resources, Inc. (Name of General Partner) of
RER Resources Limited Partnership
(Name of Limited Partnership), A Virginia (State or Country) Limited
Partnership, on behalf of the Limited Partnership.

Marian C. Bothwell
Notary Public
State of _____ at Large

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 22 PH 5: 14

(SEAL)

My Commission Expires:
Marian C. Bothwell
Notary Public District of Columbia
My Commission Expires
March 14, 1999

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Bruce M. Levy, Asst. Secretary of RER New Resources, Inc., a general partner of RER Resources Limited Partnership (an) Virginia, limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 990.00

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 990.00

This 16th day of February, 1995

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true to the best of my knowledge and belief.

General Partner

Bruce M. Levy, Assistant Sec. of RER New Resources, Inc.

By: Bruce M. Levy, Asst. Secretary

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 22 PH 5: 14

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 22 PH 5: 14

STATE OF DISTRICT OF
COUNTY OF COLUMBIA
DATE Feb 16, 1995

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Bruce M. Levy, Assistant Secretary of RER New Resources, Inc. (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership. ^{Assistant Secretary of}

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16th day of February, 1995.

Marian C. Bothwell

Notary Public

Marian C. Bothwell
Notary Public District of Columbia
My Commission Expires
March 14, 1999

Seal

State of _____ at Large
My Commission Expires: _____

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Secretary of State
DIVISION OF CORPORATIONS

FILED
1995 NOV 27 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership
1a. DOCUMENT #
B94000000062

EQUITY INNS PARTNERSHIP, LTD

DO NOT WRITE IN THIS SPACE

Mailing Address
**4735 SPOTTSWOOD
SUITE 201
MEMPHIS TN 38117**

Principal Office Address
**4735 SPOTTSWOOD
SUITE 201
MEMPHIS TN 38117**

2. New Mailing Address, if Applicable
Suite, Apt # etc
City, State & Zip
2a. New Principal Office Address, if Applicable
Suite, Apt #, etc
100001651081
12/01/95 - 3.950-008
City, State & Zip
*****191.25 ***191.25**

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA 02/23/1994

3a. Date of Last Report
02/16/1995

4. State or Country of Formation
TN

5a. Capital Contributions as Shown on Record
\$1.00

5b. Amount of Capital Contributions in FLORIDA to date

6. FEI Number
65-1557622

7. CERTIFICATE OF STATUS REQUIRED
Applied For
Not Applicable
\$8.75 Additional Fee required for a Certificate of Status

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a. If 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND RD.
PLANTATION FL 33324**

10. If changed, new Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt # etc
City
FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of, section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

| 11. Name(s) of General Partner(s) | 11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) | 11b. City, State & Zip Code | 11c. Registrar/Document Number |
|-------------------------------------|---------------------------------------------------------------------------|---------------------------------------------|--------------------------------|
| PHILLIP H. MCNEILL, AS TRUST | 4735 SPOTTSWOOD, SUIT | MEMPHIS TN 38124 | |
| | | AR - \$52.50 SF - \$138.75 | |
| | | 11-28-95a | |

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k) Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made empowered to execute this report as required by chapter 620, Florida Statutes. I further certify that I am a General Partner of the limited partnership, receiver or trustee.

SIGNATURE _____ DATE _____
Typed or Printed Name of General Partner Signing Form _____ Telephone Number _____

CR2E003 (6/95)

FILE ON OR BEFORE APRIL 5, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Morham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 MAR 26 PM 1:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership
RER RESOURCES LIMITED PARTNERSHIP

1a. DOCUMENT #
B95000000062

2. New Mailing Address, If Applicable
950 HERNDON PARKWAY

Suite, Apt. # etc. **SUITE 200**

City, State & Zip **HERNDON, VA 22070**

2a. New Principal Office Address, If Applicable
950 HERNDON PARKWAY

Suite, Apt. # etc. **SUITE 200**

City, State & Zip **HERNDON, VA 22070**

Mailing Address
**14 PIGEON HILL DRIVE, SUITE 200
STERLING VA 20166**

Principal Office Address
**14 PIGEON HILL DRIVE, SUITE 200
STERLING VA 20166**

If above addresses are incorrect in any way, file through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in FLORIDA
02/22/1995

3a. Date of Last Report

4. State or Country of Formation
VA

5a. Capital Contributions as Shown on Record
\$990.00

5b. Amount of Capital Contributions in FLORIDA to date
0

6. FEI Number
54-1752367

7. CERTIFICATE OF STATUS REQUIRED
Applied For
Not Applicable \$6.75 Additional Fee required for a Certificate of Status

8. FEES: 1) Filing Fee. Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2) Supplemental Fee. \$138.75 (pursuant to section 807.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

10. If changed, new Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Accepted) **000001753030
-03/27/96--01019--003**
Suite, Apt. # etc. *****191.25 ***191.25**
City **FL** Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I, the undersigned, accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

| 11. Name(s) of General Partner(s) | 11a. Address of Each General Partner (Do NOT Use P.O. Box Number) | 11b. City, State & Zip Code | 11c. Registration/Document Number |
|-----------------------------------|-------------------------------------------------------------------|------------------------------------------------------|-----------------------------------|
| RER NEW RESOURCES, INC. | 14 PIGEON HILL DRIVE 950 HERNDON PKWY #200 | STERLING VA 20166 HERNDON, VA 22070 | F95000000883 |
| | | AR - \$52.50 SF - \$138.75 3/26/96 aw | |

NOTE: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(b) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE *Chautopher Kallivokas* DATE **3/5/96**

Typed or Printed Name of General Partner Signing Form: **CHAUTOPHER KALLIVOKAS, DIRECTOR OF** Telephone Number: **703-742-6789**

RER NEW RESOURCES, INC

CR2E003 (1/1995)

4-35

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the state of Virginia, submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. RER Resources Limited Partnership
Name of the limited partnership

2. February 9, 1995 3. B9500000062
Date of filing/registration in Florida Document number assigned

4. The name and address of the present registered agent and office:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

5. The name and street address of the successor registered agent and office: (P.O. Box not acceptable)

Richard Hollowell
927 Clint Moore Road
Boca Raton, Florida 33487

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 27 AM 9:40

APPROVED
AND
FILED

Such change was authorized by the general partners.


Signature of General Partner

3/6/97
Date

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Registered Agent signature

3/6/97
Date

Filing Fee: \$35.00

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314